



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

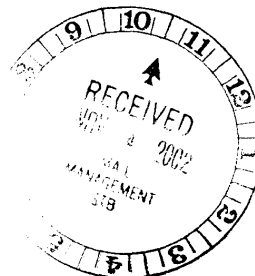
November 1, 2002

RECORDATION NO. 24197 FILED

NOV 04 '02 12:47 PM

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 17, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Iowa, Chicago & Eastern Railroad Corp.  
140 N. Phillips Avenue  
Sioux Falls, SD 57104

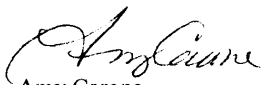
A description of the railroad equipment covered by the enclosed document is forty (40) 2200 cubic foot 100-ton gondola cars, with NOKL marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(ICE001)

ASSGN. NO.: ICE001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15<sup>th</sup> day of October, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Iowa, Chicago & Eastern Railroad Corporation ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of October 15, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 30, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
Executed on this 15<sup>th</sup> day of October, 2002.

By: [Signature]  
Name: R. A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

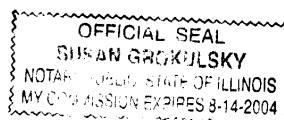
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of October, 2002.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

IOWA, CHICAGO & EASTERN RAILROAD  
CORPORATION

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: JOHN B GABEL  
Name: John B. Gabel  
Title: GEN MOR RAILCAR FLEET

Executed on this 3<sup>rd</sup> day of Oct, 2002.

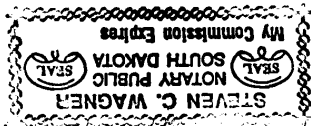
[CORPORATE SEAL]

STATE OF South Dakota

COUNTY OF Minnehaha

I, Steven C Wagner, a Notary Public of the County and State aforesaid,  
certify that John B. Gabel personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

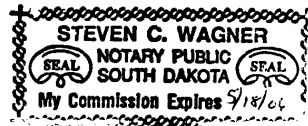
WITNESS my hand and official stamp or seal, this 3<sup>rd</sup> day of October, 2002.



My Commission Expires:

5/18/2006  
(Notary Public)

Steven C Wagner  
Notary Public



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 2200 cu.ft. 100-ton gondolas, 4'6" sides, nominal capacity of 200,000 lbs.

CAR NUMBERS:

NOKL 310814	NOKL 311053
NOKL 310819	NOKL 311054
NOKL 310831	NOKL 311074
NOKL 310855	NOKL 311089
NOKL 310900	NOKL 311103
NOKL 310903	NOKL 311107
NOKL 310912	NOKL 311117
NOKL 310922	NOKL 311125
NOKL 310946	NOKL 311126
NOKL 310949	NOKL 311144
NOKL 310952	NOKL 311148
NOKL 310953	NOKL 311178
NOKL 310956	NOKL 311201
NOKL 310962	NOKL 311236
NOKL 310992	NOKL 311256
NOKL 311017	NOKL 311266
NOKL 311024	NOKL 311272
NOKL 311028	NOKL 311274
NOKL 311036	NOKL 311288
NOKL 311044	NOKL 311294